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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

September 9, 2002

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BY HAND

Marlene H. Dortch
Secretary
Federal Communications Commission
445-12th Street, S.W.
Washington, D.C. 20054

Re: XO Communications, Inc.
Applications for Transfer of Control
IB Docket No. 02-50

Dear Ms. Dortch:

On August 30, 2002 we wrote in response to the August 29, 2002 letter filed by counsel to Forstmann Little & Co. Equity Partnership-VII, L.P. ("Forstmann Little Equity VII") and Forstmann Little & Co. Subordinated Debt and Equity Management Buyout Partnership-VIII, L.P. ("Forstmann Little MBO VIII") (Forstmann Little Equity VII and Forstmann Little MBO VIII, collectively "Forstmann Little") seeking an extension until September 20, 2002 to provide certain information that was requested by the International Bureau by letter dated July 31, 2002 ("Information Request"). The purpose of this letter is to provide additional information relating to our letter of August 30, 2002.

In our comments with respect to Forstmann Little's request for an extension of time to supply certain ownership information sought in the Information Request, we noted our belief that "all the information the Commission may need regarding Forstmann Little is already in the record in this proceeding, and in other recent dockets where the same Forstmann Little entities have been found to be qualified to hold licenses and authorizations issued by the Commission ...," referring specifically to the McLeodUSA, Inc. case, which involved the same types of FCC authorizations that are at issue in XO's applications. We would now further note that Forstmann Little Equity VII and Forstmann Little MBO VIII also were part of the group of Forstmann Little entities approved to acquire voting control of the more than 200 radio broadcast stations licensed to Citadel Broadcasting Company (BTC(H)-20010124AAU *et al.*, granted

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5/01/2001, Report No. 44975). In Exhibit IV to the transferee's portion of that application, the Forstmann Little entities stated as follows:

The Forstmann Little Funds have been structured so that their limited partners have no involvement in the Forstmann Little Funds' investment activity or the Forstmann Little Funds' activities with respect to the companies in which the Forstmann Little Funds own interests. As such, the Partnership Agreement of each of the Forstmann Little Funds conforms in substance to the insulation criteria described in the Commission's Report and Order in MM Docket Nos. 94-150, 92-151 and 87-154, FCC 99-207, released August 6, 1999.

This statement is responsive to part of the Information Request. We note, moreover, that in approving this broadcast application, the Commission did not require the identification of the limited partners or their interests. We further note that XO's applications represent that "none of the limited partners in either Forstmann Little Equity VII or Forstmann Little MBO VIII will hold 10% or more of the equity of XO." (Application for Transfer of Control and Petition for Declaratory Ruling at 6.)

In light of the foregoing, we respectfully suggest that the Commission's prior approvals of these very Forstmann Little entities to acquire controlling interests in large common carrier and broadcast companies, (and the facts set forth in XO's applications) are more than sufficient to support a grant of the instant application, where the Forstmann Little entities would acquire only a non-controlling interest in XO.

Action on XO's applications by the Commission without further delay is important. As the Commission is aware, the reorganization reflected in the applications is the only one approved by the Bankruptcy Court. All necessary approvals of this transaction by the state PUCs have been obtained, but so long as the Commission withholds action, the conditions for closing the transactions cannot be met.

If the Commission grants its approval, the parties will either close or not close, thus resolving the issue one way or the other. But if the Commission fails to act, no closing is possible and the parties (and perhaps the courts) will be left to speculate about whether the Commission would or would not approve this transaction. Waiting until after September 15th as suggested by Forstmann Little will not add any clarity to the matter or affect the need for Commission action on these applications as any assertion by Forstmann Little that other material conditions to closing were not met on September 15, 2002, as required by the Stock Purchase Agreement, are almost certain to be disputed by XO.

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XO respectfully suggests that the information before the Commission is sufficient even without all of the additional information sought in the Information Request and therefore requests that the Commission act on the pending applications without further delay. Should the Commission decide, despite the foregoing, that additional information is required, XO will endeavor, of course, to compel Forstmann Little to supply it.

Sincerely,



Brad E. Mutschelknaus

Counsel to XO Communications, Inc.

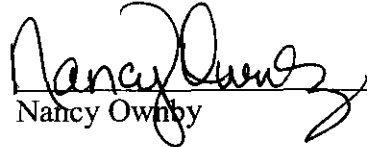
cc: Jim Ball
George Li
Claudia Fox
Jackie Ruff
Mark Uretsky
Imani Ellis-Cheek
Jeff Tobias
Zenji Nakazawa
Elizabeth Yockus
Neil Dellar

CERTIFICATE OF SERVICE

I, Nancy Ownby, hereby certify that a true and correct copy of the foregoing letter from XO Communications, Inc. in the Matter of IB Docket No. 02-50 was served on this the 9th day of September, 2002 on the individuals in the following list:

Delivered via U.S. Mail:

Scott Burnside
Senior Vice President, Regulatory
And Government Affairs
RCN Corporation
100 Lake Street
Dallas, Pennsylvania 18612


Nancy Ownby